

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended August 31, 2011

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-23386

**CRYO-CELL INTERNATIONAL, INC.**

(Exact name of Registrant as Specified in its Charter)

DELAWARE  
(State or other Jurisdiction of  
Incorporation or Organization)

22-3023093  
(I.R.S. Employer  
Identification No.)

700 Brooker Creek Blvd. Oldsmar, FL 34677  
(Address of Principal Executive Offices) (Zip Code)

Issuer's phone number, including area code: (813) 749-2100

(Former name, former address and former fiscal year, if changed since last report).

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes  No  Not Applicable

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date. As of October 17, 2011, 11,764,325 shares of \$0.01 par value common stock were outstanding net of treasury.

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**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended August 31, 2011, as filed with the Securities and Exchange Commission on October 17, 2011, is to furnish Exhibit 101 to the Form 10-Q as required by Rule 405 of Regulation S-T. Exhibit 101 to this report provides the unaudited consolidated financial statements and related notes from Cryo-Cell International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended August 31, 2011 formatted in eXtensible Business Reporting Language (XBRL).

No other changes have been made to the Form 10-Q other than those described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

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**ITEM 6. EXHIBITS**

(a) Exhibits

- 31.1 \* Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 \* Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 \* Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following materials from Cryo-Cell International, Inc.'s Form 10-Q for the quarter ended August 31, 2011, formatted in eXtensible Business Reporting Language (XBRL):(i) Consolidated Statements of Operations, (ii) Consolidated Balance Sheets,(iii) Consolidated Statements of Cash Flows and (iv) Notes to Unaudited, Consolidated Financial Statements. Furnished herewith.

\* Filed or furnished with the initial filing of this Form 10-Q filed on October 17, 2011.

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cryo-Cell International, Inc.

/s/ David Portnoy

David Portnoy  
Co-Chief Executive Officer

Cryo-Cell International, Inc.

/s/ Mark Portnoy

Mark Portnoy  
Co-Chief Executive Officer

Cryo-Cell International, Inc.

/s/ Jill Taymans

Jill M. Taymans  
Vice President, Finance

Date: November 7, 2011